

**PROPOSED FINAL ORDER**

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
<b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b> <b>COLE SCHOTZ P.C.</b> Michael D. Sirota, Esq. Stuart Komrower, Esq. Ryan T. Jareck, Esq. Matteo W. Percontino, Esq. Court Plaza North 25 Main Street Hackensack, New Jersey 07601 Telephone: (201) 489-3000 Facsimile: (201) 489-1536  <i>Proposed Attorneys for Debtors and Debtors in Possession</i>	Chapter 11
In re:	Case No. 20- ( )
RTW RETAILWINDS, INC., <i>et al.</i> ,	Joint Administration Requested
Debtors. <sup>1</sup>	<b>Hearing Date and Time:</b>

**FINAL ORDER PURSUANT 11 U.S.C. §§ 105(a), 363(b), AND 503(b) AUTHORIZING DEBTORS TO (I) CONTINUE AND MAINTAIN THEIR INSURANCE POLICIES AND PROGRAMS, AND (II) HONOR ALL INSURANCE OBLIGATIONS**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby **ORDERED**.

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors' principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

(Page 2)

Debtors: RTW RETAILWINDS, INC., *et al.*

Case No. 20-\_\_\_\_ (\_\_\_\_)

Caption of Order: FINAL ORDER PURSUANT 11 U.S.C. §§ 105(a), 363(b), and 503(b)  
AUTHORIZING DEBTORS TO (I) CONTINUE AND MAINTAIN  
THEIR INSURANCE POLICIES AND PROGRAMS, AND (II) HONOR  
ALL INSURANCE OBLIGATIONS

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Upon the motion (the “**Motion**”)<sup>2</sup> of RTW Retailwinds, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b), and 503(b) of title 11 of the Bankruptcy Code, for entry of an Order authorizing the Debtors to continue to maintain their Insurance Policies and Programs and honor all Insurance Obligations, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held hearings to consider the relief requested in the Motion on an interim (the “**Interim Hearing**”) and final basis (the “**Final Hearing**”), and the Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the *Declaration of Robert Shapiro in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings* filed contemporaneously with the Motion, the record of the Interim Hearing and the Final Hearing, and all of the proceedings had

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

(Page 3)

Debtors: RTW RETAILWINDS, INC., *et al.*

Case No. 20-\_\_\_\_ (\_\_\_\_)

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before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 503(b) of the Bankruptcy Code, to maintain, renew, and continue, in accordance with practices and procedures that were in effect before the commencement of these chapter 11 cases, (i) the Insurance Policies and Programs and (ii) any collateral or other security related to the Insurance Policies and Programs.
3. The Debtors are further authorized, but not directed, pursuant to sections 105(a), 363(b), and 503(b) of the Bankruptcy Code, to pay, in the ordinary course of business and not on an accelerated basis, all Insurance Obligations relating to the Insurance Policies and Programs or any new Insurance Policies and Programs, whether or not such Insurance Policies and Programs are listed on **Exhibit 1** hereto (including, without limitation, amounts owed to the Insurance Service Providers and Assessments, Broker's Fees, taxes or other fees arising under or relating to

(Page 4)

Debtors: RTW RETAILWINDS, INC., *et al.*

Case No. 20-\_\_\_\_ (\_\_\_\_)

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the Insurance Policies and Programs, regardless of whether accruing or relating to the period before or after the Petition Date).

4. The Debtors are further authorized, but not directed, to revise, extend, supplement, and/or modify their insurance coverage as needed, including without limitation, through the revision, modification, purchase, or renewal of new or existing insurance policies.

5. To the extent the Debtors subsequently become aware of additional Insurance Policies and Programs that have not previously been disclosed, or to the extent the Debtors enter into new Insurance Policies and Programs, the Debtors shall disclose these additional Insurance Policies and Programs to the U.S. Trustee and the professional advisors to any official creditors' committee(s) appointed in these chapter 11 cases.

6. In accordance with this Final Order (or any other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the Insurance Obligations described in the Motion is authorized and directed to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or

(Page 5)

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transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

7. The Debtors are authorized, but not directed, to issue new post-petition checks, or effect new electronic funds transfers, on account of pre-petition Insurance Obligations to replace any pre-petition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

8. Any payment made or to-be-made under this Final Order, and any authorization contained in this Final Order, shall be subject to the terms of any orders authorizing the use of cash collateral entered by this Court in these chapter 11 cases.

9. Except for those rights expressly granted in this Final Order, nothing contained in the Motion or this Final Order or any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party-in-interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

10. Except for those rights expressly granted in this Final Order, nothing herein shall create, or is intended to create, any rights in favor of or enhance the status of any claim held by any claimant.

(Page 6)

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11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all action necessary to carry out this Final Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Order.

**EXHIBIT 1**



# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME:** RTW RETAILWINDS, INC

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Auto	11/27/2020	13 AB S14902	Hartford Fire Insurance Company	NIA / MARSH	45,950.00	1,000,000	<input type="checkbox"/>	Combined Single Limit
Policy Code: 35302						1,000,000	<input type="checkbox"/>	Un/Underinsured Motorist
						1,000,000	<input type="checkbox"/>	Hired & Non-Owned Liability
						5,000	<input type="checkbox"/>	Medical Pay Per Person
						100,000	<input type="checkbox"/>	Hired Car Physical Damage Limit
						1,000	<input type="checkbox"/>	Deductible (Comprehensive/Collision)
						\$50 / 30 / 1,500	<input type="checkbox"/>	Rental Reimbursement

**Comments** BINDER  
Auto: 43 Vehicles  
Marsh Service Fee: Auto/WC \$40,000

Some policy premiums are estimates as they are auditable.  
This schedule is only a summary. For exact coverage and exclusions  
your individual policies must be referred to.

# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Crime	11/27/2020	106416623	St. Paul Fire & Marine Insurance Company	ARC Excess & Surplus	14,909.00	2,500,000	<input type="checkbox"/>	Employee Theft or Forgery
Policy Code: 35498						25,000	<input type="checkbox"/>	Social Engineering Deductible
						2,500,000	<input type="checkbox"/>	Client Property
						2,500,000	<input type="checkbox"/>	Premises
						2,500,000	<input type="checkbox"/>	Transit
						2,500,000	<input type="checkbox"/>	Forgery
						2,500,000	<input type="checkbox"/>	Computer Crime
						2,500,000	<input type="checkbox"/>	Restoration Costs
						2,500,000	<input type="checkbox"/>	Employee Welfare & Pension Benefit
						2,500,000	<input type="checkbox"/>	Money Orders and Counterfeit Paper
						2,500,000	<input type="checkbox"/>	Funds Transfer Fraud
						2,500,000	<input type="checkbox"/>	Credit Card Forgery
						25,000	<input type="checkbox"/>	Claims Expense
						250,000	<input type="checkbox"/>	Social Engineering
						50,000	<input type="checkbox"/>	Deductible
						1,000	<input type="checkbox"/>	Money Orders & Credit Card Forgery
						0	<input type="checkbox"/>	
						2,500,000	<input type="checkbox"/>	Employee Theft or Forgery
						2,500,000	<input type="checkbox"/>	Client Property
						2,500,000	<input type="checkbox"/>	Premises
						2,500,000	<input type="checkbox"/>	Transit
						2,500,000	<input type="checkbox"/>	Forgery
						2,500,000	<input type="checkbox"/>	Computer Crime
						2,500,000	<input type="checkbox"/>	Restoration Costs
						2,500,000	<input type="checkbox"/>	Employee Welfare & Pension Benefit

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME:**    RTW RETAILWINDS, INC

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
						2,500,000	<input type="checkbox"/>	Money Orders and Counterfeit Paper
						2,500,000	<input type="checkbox"/>	Funds Transfer Fraud
						2,500,000	<input type="checkbox"/>	Credit Card Forgery
						25,000	<input type="checkbox"/>	Claims Expense
						50,000	<input type="checkbox"/>	Deductible
						1,000	<input type="checkbox"/>	Money Orders & Credit Card Forgery

**Comments**    BINDER

Crime - Excess	11/1/2020	XSC 2346172 10 00	Great American	ARC Excess & Surplus	7,425.00	2,500,000	<input type="checkbox"/>	xs \$2,500,000
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Policy Code: 35499

**Comments**    BINDER

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Cyber Liability	8/9/2021	0312-2248	Allied	ARC Exces & Surplus	198,026.00	\$10,000,000	<input type="checkbox"/>	Aggregate for all coverages combined including expenses
Policy Code: 35548						\$10,000,000	<input type="checkbox"/>	Breach Consultation
						\$10,000,000	<input type="checkbox"/>	Data Forensics
						\$10,000,000	<input type="checkbox"/>	Public Relations
						\$10,000,000	<input type="checkbox"/>	PCI Expenses
						\$10,000,000	<input type="checkbox"/>	Network Extortion Coverage
						\$250,000	<input type="checkbox"/>	Cyber Crime Coverage
						\$250,000	<input type="checkbox"/>	Social Engineering Fraud
						\$250,000	<input type="checkbox"/>	Telecommunications Fraud
						\$250,000	<input type="checkbox"/>	Funds Transfer Fraud
						\$10,000,000	<input type="checkbox"/>	Data Restoration Coverage
						\$10,000,000	<input type="checkbox"/>	Business Interruption and Extra Expense
						8 Hr	<input type="checkbox"/>	Waiting Period BI
						\$10,000,000	<input type="checkbox"/>	Contingent Business Interruption
						\$10,000,000	<input type="checkbox"/>	Reputational Harm
							<input type="checkbox"/>	Bricking Endorsement Added
						\$100,000	<input type="checkbox"/>	Retention: Each and every claim ncluding claim expenses
							<input type="checkbox"/>	FULL PRIOR ACTS
<b>Comments</b> BINDER Premium Includes Taxes, Fees and Surcharges 18 Month Policy								

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Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Cyber Liability - Excess 1st Layer	8/9/2021	1000634200201	Starr Insurance Co.	ARC Exces & Surplus	127,160.00	\$10,000,000	<input type="checkbox"/>	Aggregate
Policy Code: 35549								

**Comments** BINDER  
Premium includes taxes, fees and surcharges  
18 Month Policy

D&O	11/27/2020	DOL7345550	Great American	ARC Excess & Surplus	90,000.00	5,000,000	<input type="checkbox"/>	Aggregate Limit
Policy Code: 35500						250,000	<input type="checkbox"/>	Shareholder Derivative Demand Sublimit
						250,000	<input type="checkbox"/>	Retention - Insuring Agreement B
						500,000	<input type="checkbox"/>	Retention - Insuring Agreement C
						5,000	<input type="checkbox"/>	Retention Insuring Agreement A (Per Person)
						50,000	<input type="checkbox"/>	Insuring Agreement A, All Insured Person's Eac Claim
						500,000	<input type="checkbox"/>	M&A Retention
						11/27/02	<input type="checkbox"/>	Prior & Pending

**Comments** BINDER  
Prior and Pending Date - 11/27/02

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits Ded	Coverage/Deductible
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D&O - Excess 1st Layer	11/27/2020	MKX4244519-0	Argonaut	ARC Exces & Surplus	75,000.00	5,000,000 <input type="checkbox"/> xs \$5,000,000 11/27/02 <input type="checkbox"/> Prior & Pending
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Policy Code: 35501

**Comments** BINDER

D&O - Excess 2nd Layer	11/27/2020	ELU165146-19	XL	ARC Excess & Surplus	60,000.00	5,000,000 <input type="checkbox"/> xs \$10,000,000
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Policy Code: 35502

**Comments** BINDER

D&O - Excess 3rd Layer	11/27/2020	EXNCUA10334- 00	Canopius	ARC Excess & Surplus	50,000.00	5,000,000 <input type="checkbox"/> xs \$15,000,000 11/27/02 <input type="checkbox"/> Pending & Prior
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Policy Code: 35503

**Comments** BINDER

D&O - Excess 4th Layer	11/27/2020	R5G2310070609	RSUI	ARC	45,000.00	5,000,000 <input type="checkbox"/> XS \$20,000,000
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Policy Code: 35504

**Comments** BINDER

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
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D&O - Excess 5th Layer Policy Code: 35505	11/27/2020	ADL30001377500	Endurance American Insurance Co.	ARC	22,500.00	5,000,000	<input type="checkbox"/>	XS 25,000,000
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**Comments** BINDER

D&O - Excess 6th Layer Policy Code: 35506	11/27/2020	USF00224519	Allianz	ARC	20,000.00	5,000,000	<input type="checkbox"/>	XS \$30,000,000 Side A
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**Comments** BINDER

Employment Practices Liability Policy Code: 35544	11/27/2020	03-979-68-43	AIG	ARC Excess & Surplus	95,060.00	10,000,000	<input type="checkbox"/>	Aggregate Limit
						500,000	<input type="checkbox"/>	Retention-Class action/third party all other loss
						500,000	<input type="checkbox"/>	Third Party Retention
						500,000	<input type="checkbox"/>	All Other Losses

**Comments** BINDER

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Fiduciary Liability	11/27/2020	V2540E190201		ARC Excess & Surplus	15,833.00	5,500,000	<input type="checkbox"/>	Aggregate Limit
						10,000	<input type="checkbox"/>	Retention - Each Claim
						0	<input type="checkbox"/>	Additional Defense Limit
Policy Code: 35545								
<b>Comments</b> BINDER								
General Liability	11/27/2020	P-1000100098191	Starco	Insurance Office of America	1,036,710.00	2,000,000	<input type="checkbox"/>	General Aggregate Per Location
						2,000,000	<input type="checkbox"/>	Products/ Completed Operations Aggregate
						1,000,000	<input type="checkbox"/>	Personal & Advertising Injury
						1,000,000	<input type="checkbox"/>	Each Occurrence
						1,000,000	<input type="checkbox"/>	Damages to Premises Rented to You
						5,000	<input type="checkbox"/>	Medical Payment
						1,000,000/ 2,000,000	<input type="checkbox"/>	Employee Benefits Liability (1,000 Deductible)
						N/A	<input type="checkbox"/>	No Retro Date
							<input type="checkbox"/>	Per Location Aggregate
						25,000,000	<input type="checkbox"/>	Total Policy General Aggregate (\$2,000,000 pe Location Agg)
Policy Code: 35546								
<b>Comments</b> BINDER								
Exposure \$857,155,000								
Premium includes TRIA of \$30,989								
IOA Fee: \$45,000 (not included in premium)								
Willis Claim Handling Fee \$30,000 (not included in premium)								

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20-Feb-20

**CLIENT NAME:** RTW RETAILWINDS, INC

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits Ded	Coverage/Deductible
Kidnap & Ransom	11/27/2022	U716-86159	Tokio Marine	AMWINS Brokerage of NJ	3,000.00	1,000,000 <input type="checkbox"/> 250,000 <input type="checkbox"/> 1,250,000 <input type="checkbox"/> Nil <input type="checkbox"/>	Each Loss (Kidnap, Extortion, Detection) Death or Dismemberment Per Person Death or Dismemberment Per Incident - Aggreg Retention
Policy Code: 35547							
<b>Comments</b>	POLICY Three Year Policy						

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SCHEDULE OF INSURANCE	
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# 20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Property/B&M	11/27/2020	NAP 200221800	Zurich	MARSH	461,775.00	1,000,000	<input type="checkbox"/>	Flood - All locations except:
Policy Code: 35436						5% TIV/500,000 Minimum	<input type="checkbox"/>	Flood - Zone A, V or Zones prefixed A, V - NF Maximum
						5% TIV/100,000 Minimum	<input type="checkbox"/>	Flood Zone B or Zone X
						100,000	<input type="checkbox"/>	Named Windstorm - All locations except
						5% TIV each location/250,000 Minimum	<input type="checkbox"/>	Named Windstorm - High Hazard Wind Counties - 5%
						2% TIV each location/250,000 Minimum	<input type="checkbox"/>	Named Windstorm - CT/DE/MD/MA/NJ/NY/R see counties in policy
						100,000	<input type="checkbox"/>	Wind or Hail - other than Named Storm
						100,000	<input type="checkbox"/>	Boiler & machinery - Direct Damage
						No Waiting Period 24 Hour Off Premise Power	<input type="checkbox"/>	Boiler & Machinery - BI & RI - Time Element Waiting Period
						24 Hours	<input type="checkbox"/>	Utility Services - Direct Damage - Including B&M
						24 Hours	<input type="checkbox"/>	Uitlity Services - Time Element - Including B&M
						50,000,000	<input type="checkbox"/>	Loss Limit of Insurance - Policy Limit
						Not Covered	<input type="checkbox"/>	Stock & Stock in Transit
						True Blanket limit	<input type="checkbox"/>	Maximum Location Limit of individually Stated Value
						50,000,000	<input type="checkbox"/>	Building & Personal Property - Blanket Limit
						10,000,000	<input type="checkbox"/>	Dependent Business Premises - Dependent Properties unnamed
						10,000,000	<input type="checkbox"/>	Extra Expenses
						Included	<input type="checkbox"/>	Equipment Breakdown - Biler and Machinery

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Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
						25,000,000	<input type="checkbox"/>	Earthquake Aggregate - All Locations Except:
						25,000,000	<input type="checkbox"/>	Earthquake Aggregate - California, Alaska, Hawaii, Puerto Rico
						25,000,000	<input type="checkbox"/>	Earthquake Aggregate - High Hazard Counties/Pacific Northwest
						25,000,000	<input type="checkbox"/>	Earthquake Aggregate - Moderate Hazard Counties
							<input type="checkbox"/>	Earthquake - Newly Acquired Properties, Error and Omissions, Exhibitions, Expositions, Fairs, Trade Shows, Miscellaneous Unnamed Locations
						25,000,000	<input type="checkbox"/>	Flood Aggregate - All Locations except:
						10,000,000	<input type="checkbox"/>	Flood - High Hazard Zones
							<input type="checkbox"/>	Flood - Newly Acquired Properties, Errors and Omissions, Exhibitions, Expositions, Fairs, Trade Shows, Miscellaneous Unnamed Locations
					Included in the Definition of Flood		<input type="checkbox"/>	Back up of Sewers and Drains
						50,000,000	<input type="checkbox"/>	Named Windstorm
						50,000,000	<input type="checkbox"/>	Named Windstorm - Newly Acquired Properties, Errors and Omissions, Exhibitions, Expositions, Fairs, Trade Shows, Miscellaneous Unnamed Locations
						5,000,000	<input type="checkbox"/>	Accounts Receivable
					10,000,000 not to exceed 30 days		<input type="checkbox"/>	Civil Authorities
						100,000	<input type="checkbox"/>	Debris Removal - Covered Location
							<input type="checkbox"/>	Demolition and Increased Cost of Construction

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**20-Feb-20**

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						1,000,000	<input type="checkbox"/>	Undamaged Portion
						Included	<input type="checkbox"/>	Demolition
						1,000,000	<input type="checkbox"/>	Compliance with Law - Increased Cost of Construction
						100,000	<input type="checkbox"/>	Electronic Data and Media - Physical Loss or Damage
						1,000,000	<input type="checkbox"/>	Errors and Omissions
						500,000	<input type="checkbox"/>	Expediting Expenses - Boiler & Machinery, any one occurrence
						365 Days	<input type="checkbox"/>	Extended Period of Indemnity
						100,000	<input type="checkbox"/>	Fine Arts - maximum per item of \$1,000
						500,000	<input type="checkbox"/>	Fungus, Mold or Mildew - Ensuing Loss only
						500,000	<input type="checkbox"/>	Fungus, Mold or Mildew - Any & All Other Damage Aggregate
						10,000,000 or 30 Days	<input type="checkbox"/>	Ingress and Egress - Dollar Limit
						1 Mile	<input type="checkbox"/>	Ingress and Egress - Distance Limit
						10,000,000 or 30 Days	<input type="checkbox"/>	Ingress and Egress Time limit in Consecutive d
						10,000,000	<input type="checkbox"/>	New Acquired Locations Limit - Excludes Nar Windstorm
						10,000,000	<input type="checkbox"/>	Unscheduled Locations
						30 days/100,000	<input type="checkbox"/>	Ordinary Payroll days limit
						500,000	<input type="checkbox"/>	Personal Property in Transit
						500,000	<input type="checkbox"/>	Polutant clean-up or removal - aggregate
						500,000	<input type="checkbox"/>	Trees, Shrubs, Plants & Lawns (Per Item)
						10,000,000	<input type="checkbox"/>	Utility Service Interruption - Direct Damage - C Premises

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# SCHEDULE OF INSURANCE

**20-Feb-20**

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
						24 Hour Waiting Period	<input type="checkbox"/>	Utility Service Interruption - Time Element
					10,000,000		<input type="checkbox"/>	Valuable Papers & Records
					Agreed Amount		<input type="checkbox"/>	Valuation
					365 Days		<input type="checkbox"/>	Extended Period of Indemnity or Rental Value
					10,000,000		<input type="checkbox"/>	Newly Acquired Premises - Business Income for 120 Days
							<input type="checkbox"/>	Boiler & Machinery - Equipment Breakdown Sub-Lin
					50,000,000		<input type="checkbox"/>	Boiler & Machinery / Equipment Breakdown L
					Included		<input type="checkbox"/>	Business Interruption - Property Damage
					Included		<input type="checkbox"/>	Business Interruption - Extra Expense
					Included		<input type="checkbox"/>	Business Income or Rental Value
							<input type="checkbox"/>	Hazardous Substance
					2%/100,000,000		<input type="checkbox"/>	Ammonia Contamination
							<input type="checkbox"/>	Any other Substance
							<input type="checkbox"/>	Consequential Damage
							<input type="checkbox"/>	Expediting Expenses
							<input type="checkbox"/>	Fungus, Wet Rot and Dry Rot - DIRECT DAMAGE
							<input type="checkbox"/>	Fungus, Wet Rot and Dry Rot - Business Income Rental Value and Extra Expense - 30 Days
							<input type="checkbox"/>	Water Damage
							<input type="checkbox"/>	Property Deductibles and Waiting periods
					100,000		<input type="checkbox"/>	All Losses, Except
					100,000		<input type="checkbox"/>	Water Damage
					No Waiting Period		<input type="checkbox"/>	Business Income - Time Element - Waiting Per

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME:**     **RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits Ded	Coverage/Deductible
							<input type="checkbox"/> Extra Expense - Time Element - Waiting Period 100,000 <input type="checkbox"/> Earthquake - All Locations Except: 5% TIV each <input type="checkbox"/> Earthquake - California - applies per Unit - 5% Location/250,000 0 Minimum 5% TIV each <input type="checkbox"/> Earthquake - High Hazard Counties - minimum location/250,000 Minimum 2% TIV each <input type="checkbox"/> Earthquake - High Hazard Counties - Percent location /250,000 minimum 100,000 <input type="checkbox"/> Earthquake - Moderate Hazard Counties - Minimum Dollar Amount
<b>Comments</b>	BINDER Package Includes: Property & Bolier Machine TIV: \$375,476,741 Property Damage: \$327,508,741 Time Element: \$47,968,741 Surcharges: \$616.08 (not included in above Premium)						

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Stock Throughput Policy Code: 34490	11/27/2020 19	MAISCNY115265	Starr Indemnity & Liability	Frenkel & Co., Inc.	480,500.00	15,000,000 1,000,000 500,000 Cost x 2.44 25,000 35,000 75,000 100,000 100,000 18,000,000 20,000,000 20,000,000	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	CAL Quake Aggregate Unnamed Domestic Storage Locations Unnamed Domestic Retail Locations Valuation Deductible -Transit Deductible - Warehouse Deductible - Water Damage Deductible - Distribution Center Deductible Flood / Windstorm/Quake Per any One Conveyance DC Columbus, OH Martinsville, VA
<b>Comments</b> POLICY Premium includes TRIA Profit Sharing 18-Month Policy								
Stock Throughput - Excess Policy Code: 34709	11/27/2020 TBD		Lloyds	Frenkel & Co., Inc.	75,000.00	\$42,000,000	<input type="checkbox"/>	XS \$20,000,000
<b>Comments</b> 12 month policy awaiting correction to 18 months								

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits Ded	Coverage/Deductible
Travel Accident Policy Code: 28131	2/27/2021	GTP9129095-A	Chartis (AIG)	Hugh Wood	18,350.00	2,000,000 <input type="checkbox"/> 50,000 <input type="checkbox"/> 25,000 <input type="checkbox"/> 20,000,000 <input type="checkbox"/>	Principal Sum Class 2 - Spouse Class - Children Aggregate Limit
<b>Comments</b> Three Year Policy Includes policy holder aircraft pilot, crew, passengers							
Umbrella Policy Code: 35303	11/27/2020	UMB9999766	Great American	Sterling & Sterling	64,955.00	25,000,000 <input type="checkbox"/> 10,000 <input type="checkbox"/>	Policy Limit SIR
<b>Comments</b> BINDER Premium Does Not Includes Fee of \$3,000. Total Umbrella - \$94,184							
Umbrella - Excess 1st Policy Code: 35304	11/27/2020	SHX00015412240	Firemans Fund	Sterling & Sterling	22,987.00	25,000,000 <input type="checkbox"/> <input type="checkbox"/>	xs \$25,000,000
<b>Comments</b> POLICY							

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits Ded	Coverage/Deductible
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Umbrella - Excess 2nd	11/27/2020	SHX00015412240	Firemans Fund	Sterling & Sterling		25,000,000 <input type="checkbox"/> xs \$50,000,000	
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Policy Code: 35305

**Comments** BINDER  
Included in Umbrella Excess 1st

Umbrella - Excess 3rd Layer	11/1/2020	1000332602-01	Liberty Insurance	Sterling & Sterling	3,248.00	25,000,000 <input type="checkbox"/> XS \$75,000,000	
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Policy Code: 35306

**Comments** BINDER

Utility Bond	2/26/2014	13BSBEL0446	Hartford Fire Insurance Company	NIA / MARSH	1,462.00	73,110 <input type="checkbox"/> Bond Limit	
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Policy Code: 22006

**Comments** Electric Utility Bond for Tampa, FL  
Florida Power & Light Company  
Premium Does Not Include \$19.01 of Surcharge

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME: RTW RETAILWINDS, INC**

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Utility Bond Policy Code: 23215	10/15/2014	13BSBFW0279	Hartford Fire Insurance Company	NIA / MARSH	1,323.00	TBD	<input type="checkbox"/>	Bond Limit

**Comments** Obligee: Southern California Edison Co

Utility Bond Policy Code: 23214	11/26/2014	13BSBFW8550	Hartford Fire Insurance Company	NIA / MARSH	392.00	19,600	<input type="checkbox"/>	Bond Limit
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**Comments** Utility Bond for Lerner, New York - Tampa Electric Company

WC - NY Policy Code: 27789	1/1/2020	Z1405-620-4	New York State Fund	Retail Council of NYS Inc.	338,744.00	1,000,000	<input type="checkbox"/>	Bodily Injury by Accident
						1,000,000	<input type="checkbox"/>	Bodily Injury by Disease, Policy Limit
						1,000,000	<input type="checkbox"/>	Bodily Injury by Disease, Each Employee

**Comments** Policy  
Policy Includes TRIA: \$42,029

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# SCHEDULE OF INSURANCE

20-Feb-20

**CLIENT NAME:**    RTW RETAILWINDS, INC

Type of Ins.	Exp. Date	Policy No.	Insurance Co	Broker	Premium( USD )	Limits	Ded	Coverage/Deductible
Workers' Compensation - AOS Policy Code: 35307	11/27/2020	13WNS14900	Hartford	MARSH	308,775.00	1,000,000 1,000,000 1,000,000 250,000 2,250,000	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Bodily Injury by Accident Bodily Injury by Disease, Policy Limit Bodily Injury by Disease, Each Employee WC Deductible Aggregate Stop Loss
<b>Comments</b> BINDER Payrolls: \$83,615,000								
Workers' Compensation - WI Policy Code: 35308	11/27/2020	13 WBR S14901	Hartford	MARSH	7,766.00	1,000,000 1,000,000 1,000,000	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Bodily Injury by Accident Bodily Injury by Disease, Policy Limit Bodily Injury by Disease, Each Employee
<b>Comments</b> BINDER								
<b>Total Premium for SubClient-</b>					3,691,850.00			

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